

ASX Announcement



13 November 2020

Cardno Limited (ASX Code: CDD) - Notice of General Meeting, Notice and Access Letter and Proxy Form

Pursuant to ASX Listing Rule 3.17.1, please find attached a copy of the Notice of 2020 General Meeting, accompanying Notice and Access Letter and Proxy Form.

The General Meeting will be held by virtual means at 9:00am AEST (Brisbane time) on Thursday, 17 December 2020.

Further information on how shareholders may participate in the meeting online, is contained in the Notice of Meeting.

This announcement has been authorised by Peter Barker, Joint Company Secretary.

- ENDS -

For further information contact:

Authorised Officer and Investor enquiries:

Peter Barker

Chief Financial Officer

t: +61 7 3139 2996

m: +61 449 011 623

e: peter.barker@cardno.com.au

Media enquiries:

Jackie McPhee

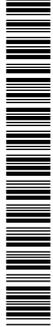
Corporate Marketing Manager

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m: +61 421 896 983

e: jackie.mcphee@cardno.com.au

About Cardno: Cardno is a global provider of integrated professional services which enrich the physical and social environment for the communities in which we live and work. Our team of multidisciplinary specialists around the world has over 75 years' experience in designing, developing and delivering sustainable projects and community advancement programs. Cardno is listed on the Australian Securities Exchange (ASX:CDD). www.cardno.com.



CDD

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9am AEST (Brisbane time), Tuesday, 15th December 2020.**

Cardno Limited General Meeting

In accordance with the government's guidance and restrictions on travel and public gatherings, the Meeting will be held as a virtual meeting by electronic means. There will not be a physical meeting where Shareholders can attend.

As part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*. These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded by shareholders.

Shareholders may be present online and vote through the Lumi AGM App on their smartphone, tablet or computer. Instructions on how to download and use the Lumi AGM App are contained in Annexure A to the Notice of Meeting. Further information regarding online attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is set out in the Company's Online Meeting Guide, which is attached to this Notice of Meeting and available on the Company's website under the [Investor Information](#) tab.

Notice of Meeting

The Notice of Meeting is available to download on the Company's website <https://www.cardno.com/investor-centre/investor-information/>

Meeting date and location:

The General Meeting of Cardno Limited will be a virtual meeting, which will be conducted online on Thursday, 17th December 2020 at 9am AEST (Brisbane time).

Attending the meeting online:

To participate online you will need to visit <https://web.lumiagm.com/387074500> on your smartphone, tablet or computer.

Instructions on how to download and use the Lumi AGM App are contained in the Annexure to the Notice of Meeting. Further information regarding online attendance, how to vote and ask questions during the meeting, are set out in the Meeting Guide, available on the Company's website at <https://www.cardno.com/investor-centre/investor-information/>

Should you have any questions, please contact our share registry, Computershare, on the telephone number at the top of this letter.

Michael Alscher
Chairman

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number:

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



Cardno Limited
ACN 108 112 303

Notice of General Meeting and Explanatory Memorandum to Shareholders

Date of Meeting:
17th December, 2020

Time of Meeting:
9am AEST (Brisbane time)

Place of Meeting:
To be held virtually

A Proxy Form is enclosed

Please read this Notice of Meeting and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

75 YEARS Making a difference.

Notice of General Meeting

Notice is hereby given that a General Meeting of **CARDNO LIMITED** (ABN 70 108 112 303) ('**Cardno**' or '**Company**') will be held on 17th December, 2020 at 9am AEST (Brisbane Time).

In accordance with the government's guidance and restrictions on travel and public gatherings, the Meeting will be held as a virtual meeting by electronic means. There will not be a physical meeting where Shareholders can attend.

As part of the Australian government's response to COVID-19, temporary modifications have been made to the Corporations Act. These modifications allow the Notice of Meeting and other information to be provided online where they can be viewed and downloaded by Shareholders.

Shareholders may be present online and vote through the Lumi AGM App on their smartphone, tablet or computer. Instructions on how to download and use the Lumi AGM App are contained in Annexure A to this Notice of Meeting. Further information regarding online attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is set out in the Company's Online Meeting Guide, which is attached to this Notice of Meeting and available on the Company's website under the [Investor Information](#) tab.

Ordinary Business

1. APPROVAL OF FURTHER ON-MARKET BUY-BACK

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

'That, for the purposes of section 257C of the Corporations Act and for all other purposes, approval is given for the Company to buy-back up to 40,000,000 Shares (representing approximately 10% of the Company's issued Shares as at the date of this Notice of Meeting) in the 12-month period following the approval of this Resolution pursuant to an on-market buy-back conducted on the terms and conditions set out in the Explanatory Memorandum to this Notice of Meeting.'

Other Business

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice of Meeting are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Dated: 13 November, 2020



PETER BARKER
Joint Company Secretary

Notes

ONLINE VOTING PROCEDURE

In light of current public health restrictions relating to the spread of COVID-19, the Company has made the decision to hold the General Meeting virtually. All Shareholders will have the opportunity to attend and participate in the Meeting online via an internet connection (using a computer, laptop, tablet or smartphone) in real time.

Shareholders are invited and encouraged to participate in the Meeting and vote electronically using the Lumi AGM App. The Lumi AGM App will provide Shareholders with the ability to view and participate in the proceedings of the Meeting by webcast, and to cast their votes during the Meeting in real time.

Instructions on how to download and use the Lumi AGM App are contained in Annexure A to this Notice.

In light of the continuing COVID-19 pandemic, we encourage Shareholders to monitor the ASX and Cardno's website for updates (if any) following the issuing of this Notice of Meeting.

POLL

In accordance with Article 16.13 of the Company's Constitution and in compliance with the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* made by the Federal Treasurer on 21 September 2020, the Chairman intends to call a poll on each of the resolutions proposed at the Meeting.

ENTITLEMENT TO VOTE

You will be eligible to vote at the meeting if you are a registered holder of ordinary shares in the Company as at 9am AEST (Brisbane time) on 15 December, 2020.

VOTING

Cardno has determined that for the purpose of voting at the Meeting or adjourned meeting, Shareholders who are recorded in Cardno's register of Shareholders as at 9am AEST (Brisbane time) on 15 December, 2020 will be taken, for the purposes of the General Meeting, to be entitled to attend and vote at the Meeting.

APPOINTMENT OF PROXY

1. If you are a Shareholder and you are unable to attend and vote at the Meeting, and wish to appoint a proxy, please go to www.investorvote.com.au and appoint your proxy. You will need your six-digit Control Number and your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). Alternatively, you can scan the QR code with your mobile device and insert your post code. This information is located on the front of your Shareholder letter. A proxy need not be a Shareholder of Cardno.
2. The Proxy Form (and a certified copy of the power of attorney or other authority (if any) under which it is signed) must be received by our Share Registry, Computershare Investor Services, **no later than 9am AEST (Brisbane time) on 15 December, 2020 (being at least 48 hours before the Meeting)** at the address below or submitted electronically:

Computershare Investor Services
GPO Box 242, Melbourne, Victoria, 3001
or faxed to 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia)

Lodge electronically by going online at:
www.investorvote.com.au

If you require an additional Proxy Form, contact the Company's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), who will supply it on request.

3. Shareholders are encouraged to submit their Proxy Forms online. If you wish to post a Proxy Form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries. Further, even if you plan to participate in the virtual meeting, you are still encouraged to submit a directed proxy in advance of the Meeting so that your votes can still be counted if for any reason you cannot participate (for example, if there is an issue with your internet connection on the day of the Meeting).

4. Intermediary Online Subscribers (Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.
5. A Shareholder entitled to attend and cast two or more votes at the Meeting is entitled to appoint no more than two proxies to attend and vote in their stead. Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the Shareholder's voting rights. Failure to apportion voting rights will result in each proxy being entitled to vote half of the Shareholder's votes.
6. A corporation may elect to appoint a representative, rather than appoint a proxy, in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

If you have any queries about how to cast your vote, you can contact our Share Registry, Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

SHAREHOLDER QUESTIONS

The meeting will be webcast live for participation by Shareholders and proxyholders. There will not be a physical meeting that Shareholders can attend. Whilst Shareholders will be provided with a reasonable opportunity to submit questions online at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its directors at the virtual Shareholders' Meeting to companysecretary@cardno.com.au.

Please note that not all questions may be able to be answered during the Meeting. In this case, answers will be made available on the Company's website after the Meeting.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

Explanatory Memorandum

ORDINARY BUSINESS

RESOLUTION 1 – APPROVAL OF FURTHER ON-MARKET BUY-BACK

On 14 February 2020, the Company announced that it would conduct an on-market buy-back of up to 10% of the Company's lowest issued share capital in the 12 months prior to that date. As announced to the ASX on 29 October 2020, the buy-back program completed on 28 October 2020 and the Company was able to buy-back 44,372,515 Shares on-market without Shareholder approval.

On 13 November, 2020, the Company announced, subject to the approval of shareholders, its intention to undertake a further on-market buy-back of up to 40,000,000 Shares in the 12-month period following the date of approval from shareholders (**Buy-Back Program**).

The purpose of this meeting is for Shareholders to consider the Company's proposal to undertake the Buy-Back Program. If approved, the Company will be able to buy-back up to 40,000,000 Shares under the Buy-Back Program over a period of up to 12 months from the date of approval of Shareholders at the Meeting.

Shareholders should note that this is a permissive Resolution and does not oblige or require the Company to buy back Shares. Shareholders should note that there is no guarantee that the Company will buy-back the maximum number of Shares permitted under the Buy-Back Program if the Resolution is passed. The Company reserves the right to suspend or terminate the Buy-Back Program at any time. The size and timing of any Share buy-backs will be determined by the Board.

Section 257C of the Corporations Act

The Corporations Act provides that the rules relating to share buy-backs are designed to protect the interests of shareholders and creditors by:

- (a) addressing the risk of the transaction leading to the company's insolvency;
- (b) seeking to ensure fairness between the shareholders of the company; and
- (c) requiring the company to disclose all material information.

Section 257A of the Corporations Act provides that a company may buy-back its own shares if:

- (a) the buy-back does not materially prejudice the company's ability to pay its creditors; and
- (b) the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

Shareholder approval is required for an on-market buy-back if all of the voting shares bought back during the last 12 months, and the voting shares proposed to be bought back, exceed 10% of the smallest number of voting shares on issue in the company at any time during the last 12 months (**10/12 limit**).

As the buy-back proposed by the Company under the Buy-Back Program would exceed the 10/12 limit, Shareholder approval by way of ordinary resolution is required. If this Resolution is not approved, the Company will be prohibited from buying back Shares in excess of the 10/12 limit, and the Company's entitlement to buy-back Shares on-market would be capped at 10% of the lowest number of Shares on issue in the last 12 months.

A copy of this Notice of Meeting, including the Explanatory Memorandum, has been lodged with ASIC.

Material information relating to the Buy-Back Program

In accordance with section 257C(2) of the Corporations Act and *ASIC Regulatory Guide 110: Share buy-backs*, the Company provides the following information in relation to the Buy-Back Program.

Process and period

The Buy-Back Program is an on-market buy-back on the terms announced on 13 November, 2020 and contained in this Notice of Meeting.

Offers in excess of the 10/12 limit can be made under the Buy-Back Program after the Meeting, if Shareholder approval is obtained.

If approved, any buy-backs under the Buy-Back Program will be completed within 12 months from the date of the Meeting (i.e. on or before 17 December, 2021).

Number of Shares on issue

The Company has 401,282,243 Shares on issue as at the date of this Notice.

Maximum number of Shares to be bought back

The maximum number of Shares to be bought back on-market under the Buy-Back Program is 40,000,000 Shares (representing approximately 10% of the issued capital of the Company).

The number and percentage of Shares to be bought back will be determined based on the share price, market conditions and alternative capital deployment opportunities over the period of the Buy-Back Program.

Particulars of the terms of the Buy-Back Program

The usual rules for settlement of transactions that occur on-market on the ASX will apply in respect of the Shares acquired under the Buy-Back. All Shares that are bought back will be cancelled immediately upon settlement of the trade.

Buy-back price

The price under the Buy-Back Program will be the prevailing market price for Shares and will be subject to ASX Listing Rule requirements.

The ASX Listing Rules impose a moving cap on the price at which the Company can buy back Shares (being 5% above the average market price per Share for the 5 trading days ending before the date of each on-market buy-back).

To provide an indication of the recent market price of Shares, the closing price on 5 November, 2020, being the last practicable date before finalisation of this Notice, was \$0.285. The highest and lowest market sale prices for the Company's Shares on the ASX during the previous 3 months were \$0.335 and \$0.28 respectively.

Reasons for the Buy-Back

The Directors consider that the Buy-Back Program allows the Company to optimise its near-term capital structure, while maintaining the capacity to continue to develop existing projects and make additional investments in new growth opportunities.

The Company generates substantial amounts of cash annually. Investing in the future growth of the Company's business, whether through capital expenditure or accretive acquisitions, remains the priority going forward. It is likely that the Company will be able to fund its growth needs while still having surplus cash available that it can return to Shareholders, and so continuing the Buy-Back Program is considered of benefit to Shareholders.

Will the Directors participate?

The Directors (and their related parties) have confirmed that they will not participate in the Buy-Back Program

Source of funds / the financial effect of the buy-back on the Company

The Buy-Back Program will be funded by the Company's existing cash and debt resources and will reduce the Company's cash balance by the aggregate amount paid to buy-back Shares on-market under the Buy-Back Program.

In making their decision on how to vote on this Resolution, Shareholders should be aware that any Shares bought back by the Company under the Buy-Back Program would result in a reduction in the number of Shares on issue. As at 6 November, 2020, the Company had 401,282,243 Shares on issue. Given the maximum number of Shares that could be bought back under the Buy-Back Program, it is not expected that the Buy-Back Program will result in a material change in the control or liquidity of the Company's Shares.

The Directors do not believe that the Buy-Back Program will materially prejudice the Company's ability to pay its creditors. The Buy-Back Program is not expected to affect franking credits held by the Company.

No adverse tax consequences are expected to arise for the Company from the Buy-Back Program.

Advantages and disadvantages

Advantages of the Buy-back Program

The advantages of the Buy-Back Program are:

- purchasing Shares at lower than their intrinsic value creates Shareholder value;
- returns excess funds to Shareholders;
- there will be a lesser number of Shares on issue, meaning the ownership interest in the Company of each Shareholder will increase; and
- reduces excess cash holdings.

Disadvantages of the Buy-back Program

The disadvantages of the Buy-Back Program are:

- possibly paying too high a price for the Shares; and
- artificially supporting the Share price.

A reduction in cash assets may adversely affect cash available for investment opportunities. However, the Directors will only purchase on-market under the Buy-Back Program if they consider that the amount of capital remaining is sufficient and appropriate for the Company's requirements.

No other material information

Other than as set out in this document, and any other information previously disclosed to Shareholders, there is no other information that the Directors consider is material to the decision on how to vote on the Resolution.

DIRECTORS' RECOMMENDATION

Recommendation

Based on the information available, including that contained in this Explanatory Memorandum, the Board unanimously recommends that Shareholders vote in favour of this Resolution.

The Directors confirm that they intend to vote in favour of the Resolution in relation to all votes that they control. No Director has an interest in the Buy-Back Program other than as holders of securities in the Company.

Glossary

Cardno Limited ABN 70 108 112 303

10/12 limit	has the meaning set out on page 5
ASX	means ASX Limited (ACN 008 624 691).
Board	means the board of Directors of the Company.
Buy-Back Program	has the meaning set out on page 5.
Company or Cardno	means Cardno Limited (ABN 70 108 112 303)
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory statement accompanying the resolution contained in this Notice of Meeting.
General Meeting or Meeting	means the General Meeting convened by this Notice of Meeting.
Notice of Meeting or Notice	means this notice of meeting and includes the Explanatory Memorandum.
Listing Rules	means the listing rules of ASX.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of Shares in the Company.

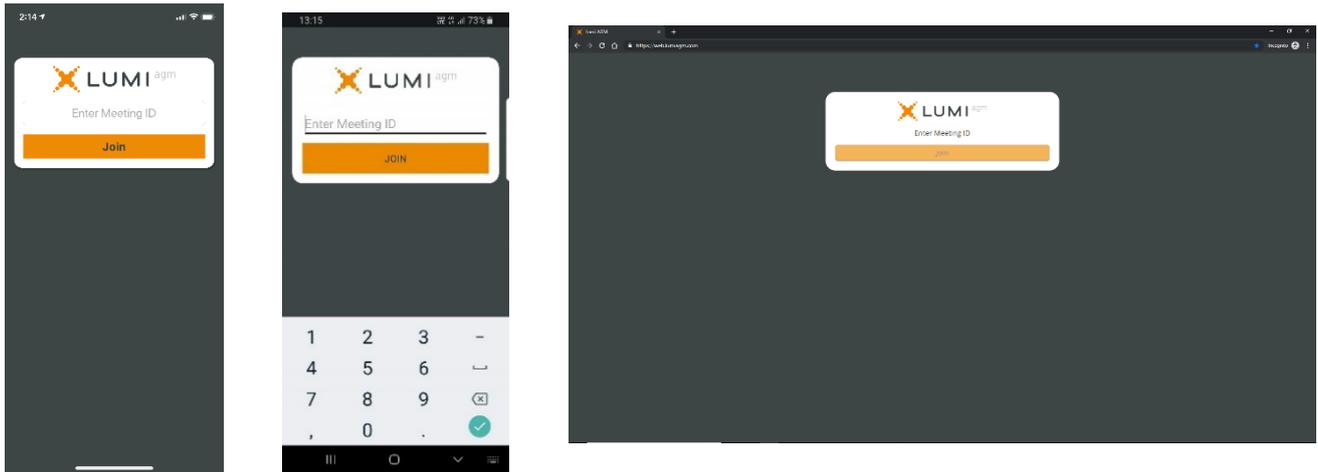
Annexure A

Cardno Limited ABN 70 108 112 303

LUMI GUIDE - VIRTUAL GENERAL MEETING

In order to participate at the General Meeting, Shareholders/members will need to download the Lumi AGM App onto their smartphone device. This is available in native app format (Android and iOS) and can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “Lumi AGM”.

Alternatively, Lumi AGM can be accessed using any web browser on a PC, tablet or smartphone device. To vote using this method, please go to <https://web.lumiagm.com>.

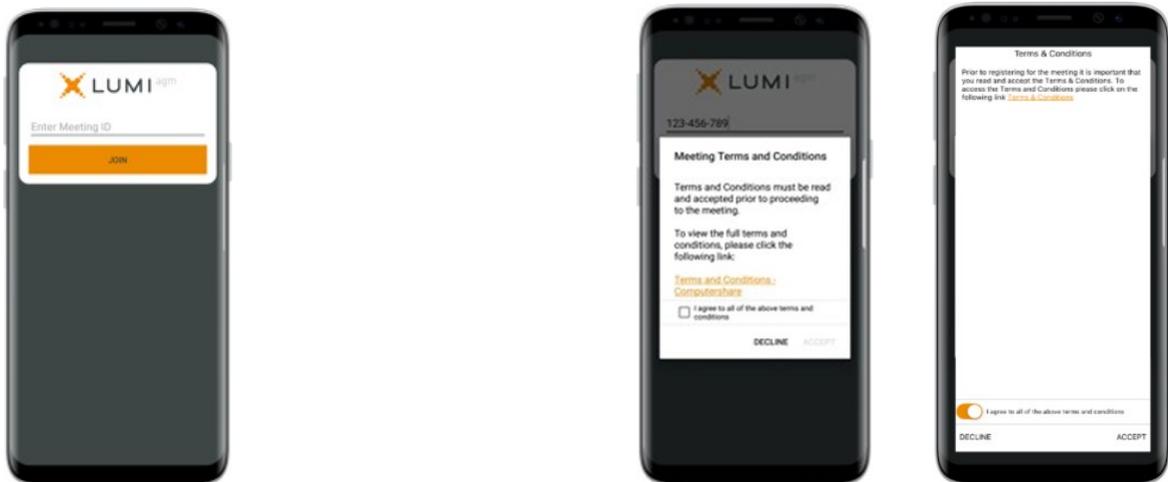


Once Shareholders/members have opened the 'Lumi AGM' app or accessed the web address from a PC, they will be prompted to enter a unique 9-digit Meeting ID.

The Meeting ID is 387-074-500

When successfully authenticated, Shareholders/members will be directed to the home screen. The Home Screen displays the meeting name, the Meeting ID and your name. Along with any other information relevant to the meeting.

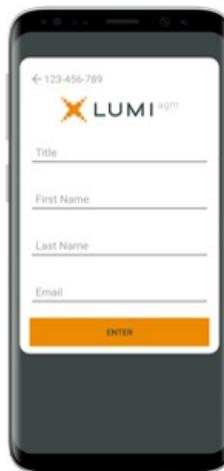
- 1 Enter the unique 9-digit Meeting ID provided above.
- 2 To proceed into the meeting, you will need to read and accept the Terms and Conditions.



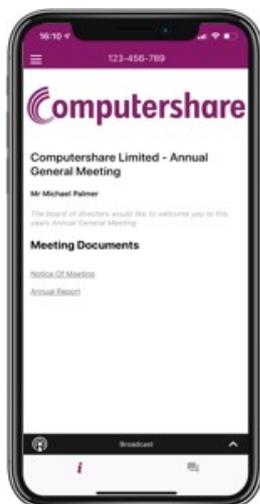
- 3 To register as a securityholder, select **'I have a login'** and enter your username (SRN or HIN) and password (postcode or country code)



- 3a If you are a visitor, or don't have your SRN or HIN, select **'I am a guest'** and enter your name and email details. Please note visitors will not be able to ask questions or vote at the meeting.



- 4 Once logged in, you will see the home page, which displays the meeting documents and information on the meeting. Icons will be displayed in different areas, depending on the device you are using.



- 5 **View the webcast**

To view proceedings, you must tap the broadcast arrow  on your screen. Video and/or slides of the meeting will appear after approx. 30 seconds*. Toggle between the up or down arrow  to view another screen. (*Dependant on the speed of your internet)



	The broadcast bar allows you to view and listen to the proceedings
	Home page icon, displays meeting information
	Questions icon, used to ask questions
	Voting icon, used to vote. Only visible when the Chairman opens poll

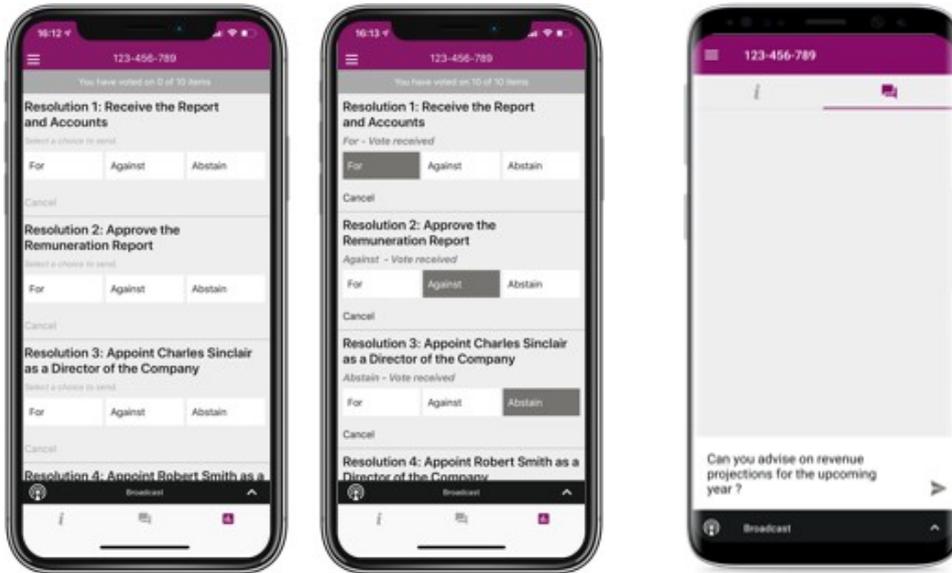
6 To Vote

When the Chairman declares the poll open:

- > A voting icon  will appear on your device and the Meeting Resolutions will be displayed.
- > To vote tap one of the voting options. Your response will be highlighted.
- > To change your vote, simply press a different option to override.

The number of items you have voted or yet to vote on, is displayed at the top of the screen.

Votes may be changed up to the time the Chairman closes the poll.



7 To Ask Questions

Tap on the Questions icon  to submit a question, type your question in the chat box at the bottom of the screen and then select the send icon .

Confirmation that your message has been received will appear.

On some devices, to vote, you may need to minimise the webcast by selecting the arrow in the broadcast bar, audio will still be available. To return to the webcast after voting, select the arrow again.

Annexure B

Cardno Limited ABN 70 108 112 303

Proxy Form - APPROVAL OF FURTHER ON-MARKET BUY-BACK



Cardno Limited
ABN 70 108 112 303



CDD
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (Brisbane Time) Tuesday, 15 December 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Cardno Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Cardno Limited to be held virtually at web.lumiagm.com/387074500 on Thursday, 17 December 2020 at 9:00am (Brisbane Time) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 APPROVAL OF FURTHER ON-MARKET BUY-BACK	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

<input type="text"/>	<input type="text"/>
Mobile Number	Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





Registered office

Cardno Limited
ABN 70 108 112 303

Level 11, North Tower
Green Square
515 St Paul's Terrace
Fortitude Valley
QLD 4006 Australia

Phone + 617 3369 9822
Fax + 617 3369 9722

cardno@cardno.com
www.cardno.com



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